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April 5, 2013

**VIA ELECTRONIC FILING SYSTEM**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

Re: MB Docket No. 13-77; DA 13-510; In the Matter of the Combined Application for Consent to Transfer of Control of Domestic and International Section 214 Licensees of Bresnan Digital Services, LLC and its Subsidiaries to Charter Communications, Inc. (the "Application")

Dear Ms. Dortch:

On February 27, 2013, Charter Communications, Inc. ("Charter") filed the above-referenced Application with the Commission seeking approval of the transfer of control of Bresnan Digital Services, LLC and its subsidiaries from Cablevision Systems Corporation to Charter.

While the Application has been pending, Charter issued a Press Release announcing a secondary offering pursuant to which certain of its shareholders sold shares in Charter and, thus, reduced the extent of their ownership interest in Charter. Attached hereto is a copy of the Press Release announcing the secondary offering. Additionally, attached hereto is a revised response to Section V(H) of the Application describing the persons or entities having shares constituting ten percent (10%) or more of the equity or voting interests in Charter following the completion of the secondary offering.

Should you have any questions regarding this filing, please do not hesitate to contact the undersigned at (770) 399-9500.

Respectfully submitted,



Charles A. Hudak  
Counsel for Charter Communications, Inc.

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Marlene H. Dortch, Secretary  
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CAH/jh

cc (VIA email):

Jim Bird, Office of the General Counsel  
Jeff Tobias, Wireless Telecommunications Bureau  
Jodie May, Wireline Competition Bureau  
David Krech, International Bureau  
Wayne McKee, Media Bureau  
Johanna Thomas, Media Bureau  
Michael R. Moore, Esq., Charter Communications, Inc.

## Revised Response to Section V(H) of Application

- H. **Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee, and the percentage of equity owned by each of those entities (to the nearest one percent (1%)). The Transferee shall also identify any interlocking directorates with a foreign carrier.**

The following entity holds a ten percent (10%) or greater ownership interest in Charter Communications, Inc. ("Charter"), which indirectly holds 100 percent (100%) ownership of Charter Communications Operating, LLC through a series of intervening limited liability companies.

<u>Name and Address</u>	<u>Percent Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Apollo Global Management, LLC 9 West 57 <sup>th</sup> Street, 43 <sup>rd</sup> Floor New York, New York 10019	17.59%	USA	Investments

### Apollo Global Management, LLC

Apollo Global Management, LLC ("Apollo Global"), a Delaware limited liability company (collectively, with all relevant Apollo affiliates, "Apollo"), indirectly manages through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate hold Charter stock representing approximately a 17.59% interest in Charter. The Apollo interest is held primarily by AP Charter Holdings, L.P. (Delaware) ("AP Charter"), which through its wholly owned subsidiary AP Charter Holdings (Sub II MM), LLC (Delaware) and its wholly owned subsidiary AP Charter Holdings (Sub II), LLC (Delaware), holds approximately a 17.12% interest in Charter. No limited partner of AP Charter holds an indirect interest in Charter of 10% or more.

The general partners of AP Charter are Apollo Advisors VI, L.P. (Delaware) ("Apollo Advisors VI") and Apollo Advisors VII, L.P. (Delaware) ("Apollo Advisors VII"). The sole general partner of Apollo Advisors VI is Apollo Capital Management VI, LLC (Delaware) ("ACM VI"), and the sole general partner of Apollo Advisors VII is Apollo Capital Management VII, LLC (Delaware) ("ACM VII"). The sole member and manager of both, ACM VI and ACM VII is Apollo Principal Holdings I, L.P. (Delaware) ("APH I"). The general partner of APH I is Apollo Principal Holdings I GP, LLC (Delaware) ("APH I GP"). The sole member of APH I GP is APO Asset Co., LLC (Delaware) ("APO Assets"). The sole member of APO Assets is Apollo Global.

The manager of Apollo Global is AGM Management, LLC (Delaware) ("AGM Management"). The 76.9% voting member<sup>1</sup> of Apollo Global and the sole member and manager of AGM Management is BRH Holdings GP, Ltd. (Cayman) ("BRH"). Leon Black, Marc Rowan, and Joshua Harris, all of whom are U.S. citizens, are the sole directors and shareholders of BRH and therefore ultimately control Apollo Global.

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<sup>1</sup> As of February 11, 2013.

### **Revised Response to Section V(H) of Application**

The principal business address for the Apollo entities mentioned above is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal business address for Messrs. Black, Harris and Rowan is 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor, New York, New York 10019.

### **Vertical Ownership Chain for Charter Operating**

The vertical ownership chain of intervening limited liability companies between Charter and Charter Operating is as follows.

<b>Name/Address</b>	<b>% Held</b>	<b>Citizenship</b>	<b>Principal Business</b>
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131		USA	Cable/Telecommunications


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## Press Release

### Charter Announces Secondary Offering by Selling Stockholders

STAMFORD, Conn., March 7, 2013 /PRNewswire/ -- Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, the "Company" or "Charter") today announced that selling stockholders, funds affiliated with Apollo have agreed to sell approximately 6.2 million shares and funds affiliated with Oaktree Opportunities Investments, L.P. have agreed to sell approximately 3.1 million shares of Charter common stock in an underwritten offering. Charter will not sell any shares in the offering and will not receive any proceeds from the offering. Goldman, Sachs & Co. will act as underwriter for the offering. The underwriter may offer Charter common stock in transactions on the NASDAQ, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market rates or at negotiated prices.

(Logo: <http://photos.prnewswire.com/prnh/20110526/AQ10195LOGO>)

A shelf registration statement (including prospectus) relating to the shares is effective with the Securities and Exchange Commission ("SEC"). Before you invest, you should read the prospectus and other documents filed with the SEC for more complete information about Charter and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus and prospectus supplement, when available, may be obtained from Goldman, Sachs & Co., Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 866-471-2526, facsimile: 212-902-9316, e-mail: [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. The offering of these securities will be made only by means of the prospectus supplement and the accompanying prospectus.

#### About Charter

Charter (NASDAQ: CHTR) is a leading broadband communications company and the fourth-largest cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter TV® video entertainment programming, Charter Internet® access, and Charter Phone®. Charter Business® similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, business telephone, video and music entertainment services, and wireless backhaul. Charter's advertising sales and production services are sold under the Charter Media® brand.

#### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under "Risk Factors" from time to time in our filings with the Securities and Exchange Commission ("SEC"). Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," "aim," "on track," "target," "opportunity," "tentative," "positioning," "designed," "create" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, telephone, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures and the difficult economic conditions in the United States;
- the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line ("DSL") providers, and video provided over the Internet;
- general business conditions, economic uncertainty or downturn, high unemployment levels and the level of activity in the housing sector;
- our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);
- the development and deployment of new products and technologies;
- the effects of governmental regulation on our business;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital

or credit markets; and

our ability to comply with all covenants in our indentures and credit facilities any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

SOURCE Charter Communications, Inc.

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